

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, and the survey plat recorded in the Fairbanks Recording District on January 7, 1981 as Plat 81-1, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 31st day of July, 2000 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Williams Alaska Pipeline Company, L.L.C., Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of an underground cathodic protection system. This system will utilize a shallow distributed horizontal groundbed along Manley Hot Springs Road near pipeline milepost (PLMP) 397.3. The anode system is designed to provide maximum protection for future integrity of the pipeline by enhancing cathodic protection of the buried Trans-Alaska Pipeline System between PLMPs 375 and 415.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Fairbanks Recording District described as:

Township 8 North, Range 5 West, Fairbanks Meridian, Alaska.

Section 31, NE4SE4, those lands lying south of and adjacent to the TAPS right-of-way at PLMP 397.3 and adjacent to and west of Manley Hot Springs Road, the entire area lying southwest of the intersection of the pipeline and highway, as depicted on the drawing submitted after the Issued for Construction package labeled "MP 375 - MP 415 MANLEY HOT SPRINGS ROAD PROJ# X08006X".

Containing approximately 11.20 acres.

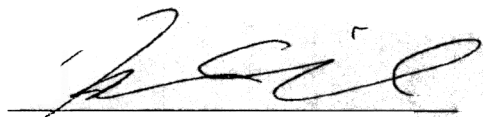
The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the cathodic protection system after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the system to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

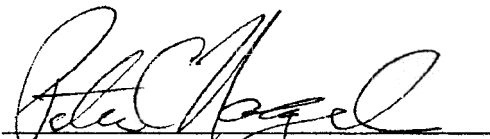
IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE



John Shively
Commissioner
Department of Natural Resources



Alyeska Pipeline Service Company
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Williams Alaska Pipeline Company, L.L.C.
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA

) ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 27th day of Aug., 2000, before me, personally appeared Peter Hagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

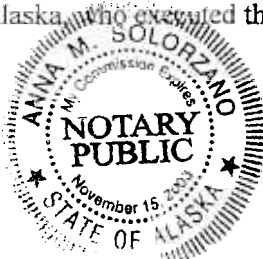
Mary C. Carlson
Notary Public in and for the State of Alaska
My Commission expires 8/14/02

STATE OF ALASKA

ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 31st day of July, 2000, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Anna M. Solorzano
Notary Public in and for the State of Alaska
My Commission expires 11-15-03